

# FAEGRE & BENSON LLP

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ANDREA M FIKE  
612/336-3392

January 14, 1997

RECORDATION NO. 20235-B  
JAN 15 1997 9:11 AM

## VIA UPS COURIER

Vernon A Williams  
Office of the Secretary  
Recordations Unit  
Surface Transportation Board  
12th Street and Constitution Avenue, NW  
Washington, D C 20423

Re **Recordation of Lease Supplement to Lease  
recorded under number 20235**

Dear Mr Williams

I have enclosed two originals of the secondary document described below, to be recorded pursuant to Section 11301 of Title 49 of the United States Code

## **Document Descriptions**

Equipment Lease Supplement No 2, dated as of December 27, 1996, between Farm Credit Leasing Services Corporation as agent for CoBank, ACB and ProGold Limited Liability Company ("Lease Supplement No 2") relating to recordation number 20235

## **Party Information**

The names and addresses of the parties to the enclosed secondary document are as follows

(a) Lessor

Farm Credit Leasing Services Corporation  
1600 Colonnade  
5500 Wayzata Blvd  
Minneapolis, MN 55416-1252

*Minneapolis Denver Des Moines London Frankfurt Almaty*

Vernon A. Williams  
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(b) as agent for Owner  
CoBank, ACB  
5500 South Quebec Street  
Greenwood Village, Colorado 80111

(c) Lessee

ProGold Limited Liability Company  
101 North Third Street  
Moorhead, MN 56560

### **Equipment Information**

The equipment covered by the enclosed secondary document is as follows

30 - 19,636 gallon, 10 ton, Model 36-196-6 tank railcars manufactured by Trinity Industries, Inc. The AAR mechanical designation for these cars is AAR211A100W1. Serial numbers and car numbers for these tank railcars are listed in Schedule A, attached hereto.

### **Summary Information**

A summary of the enclosed secondary document is as follows

Lease Supplement No 2. Lease Supplement dated December 27, 1996 reflecting the acceptance and delivery of 30 tank railcars pursuant to a twenty year equipment lease, with Recordation No 20235, for the lease of 19,636 gallon, 110 ton, Model 36-196-6 tank railcars, manufactured by Trinity Industries, Inc. See Schedule A, attached hereto, for car numbers and serial numbers.

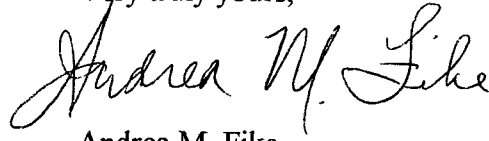
Our check payable to the Surface Transportation Board for the filing fee of \$22 is enclosed. Please return the original of each of the enclosed documents to me at the following address:

Andrea M. Fike  
Faegre & Benson  
2200 Norwest Center  
90 South Sixth Street  
Minneapolis, MN 55402-3901

Vernon A Williams  
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Please call me if you have any questions or desire additional information

Very truly yours,

A handwritten signature in cursive script that reads "Andrea M. Fike". The signature is fluid and elegant, with the first letters of the first and last names being capitalized and prominent.

Andrea M Fike

AMF yp  
Enclosures  
cc. David M. Beadie

M1 0217006 01

## SCHEDULE A

Thirty (30) new 19,600 gallon capacity AAR 211A100W1 railroad tank cars with the following reporting marks, car numbers and serial numbers:

CAR NUMBER	SERIAL NUMBER
PRGX 010538	521261
PRGX 010548	521271
PRGX 010551	521274
PRGX 010553	521276
PRGX 010557	521280
PRGX 010565	521288
PRGX 010566	521289
PRGX 010567	521290
PRGX 010568	521291
PRGX 010569	521292
PRGX 010571	521294
PRGX 010574	521297
PRGX 010575	521298
PRGX 010576	521299
PRGX 010577	521300
PRGX 010578	521301
PRGX 010579	521302
PRGX 010580	521303
PRGX 010582	521305
PRGX 010583	521306
PRGX 010587	521310
PRGX 010588	521311
PRGX 010589	521312
PRGX 010590	521313
PRGX 010592	521315
PRGX 010597	521320
PRGX 010599	521322
PRGX 010752	521475
PRGX 010755	521478
PRGX 010762	521485

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JAN 1997

LEASE SUPPLEMENT NO. 2

This Lease Supplement No. 2 dated December 27, 1996, between Farm Credit Leasing Services Corporation, a federally chartered corporation (the "Lessor"), not individually but solely as agent for the owner designated below (the "Owner"), and ProGold Limited Liability Company (the "Lessee").

OWNER: CoBank, ACB

1. Lessor and Lessee have heretofore entered into an Equipment Lease dated as of July 25, 1996 (the "Lease") providing for the execution and delivery of Lease Supplements substantially in the form hereof.

2. The Lease covers certain Model 36-196-6 tank railcars manufactured by Trinity Industries, Inc. (the "Equipment" and individually an "Item of Equipment" or an "Item").

3. Lessee hereby certifies that Lessee has inspected, received, approved and accepted delivery under the Lease of the following Items of Equipment effective on and as of the date of delivery from Trinity Industries, Inc. to Lessor under the Purchase Agreement (as assigned to Lessor):

NUMBER OF TANK RAILCARS: 30

SERIAL NUMBERS: As per attached Schedule A.

LESSOR'S COST PER RAILCAR: \$66,456.00

4. Lessee further certifies that the foregoing Items of Equipment are in good order and condition, and conform to the specifications applicable thereto, that the Lessee has no knowledge of any defect in any of the foregoing Items of Equipment with respect to design, manufacture, condition or in any other respect, and that each Item has been labeled by means of a plate or a stencil printed in contrasting colors upon each side of the Item in letters not less than four inches in height as follows.

Owned by a Lessor subject to a Lease filed with the Surface Transportation Board.

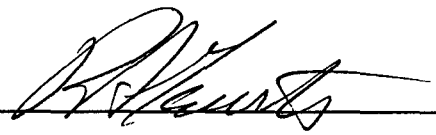
5. Lessee further certifies that the Lessor's Cost (as defined in the Lease) is the amount shown above for each railcar covered by this Supplement and that such amount is correct.

IN WITNESS WHEREOF, Lessor and Lessee have signed this Supplement as of the date and year first above written.

Farm Credit Leasing Services Corporation,  
as Agent

By   
Its: Vice President

ProGold Limited Liability Company

By   
Its: Chief Manager

COUNTERPART NO. 7 OF 9 SERIALY NUMBERED MANUALLY EXECUTED COUNTERPARTS. A SECURITY INTEREST IN THE LESSOR'S INTEREST IN THE ABOVE SUPPLEMENT THAT IS PERFECTED BY POSSESSION OF THIS SUPPLEMENT MAY BE PERFECTED BY POSSESSION OF ONLY COUNTERPART NO. 1 OF THIS SUPPLEMENT.

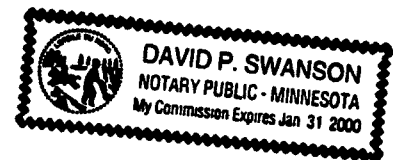
Lease Supplement

STATE OF MINNESOTA           )  
  ) ss  
COUNTY OF RAMSEY           )

On this 27th day of December, 1996, before me personally appeared Red Geurts, to me personally known, who being by me duly sworn, says that he is the Chief Manager of ProGold Limited Liability Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

David P. Swanson  
Signature of Notary Public  
My commission expires 1-31-2000



STATE OF MINNESOTA           )  
  ) ss  
COUNTY OF HENNEPIN           )

On this 27th day of December, 1996, before me personally appeared Jeffrey A. Severson, to me personally known, who being by me duly sworn, says that he is the Vice President of Farm Credit Leasing Services Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

Kathleen M. Fragle  
Signature of Notary Public  
My commission expires 1-31-2000



## SCHEDULE A

Thirty (30) new 19,600 gallon capacity AAR 211A100W1 railroad tank cars with the following reporting marks, car numbers and serial numbers:

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PRGX 010752	521475
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